

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

**MOTORS LIQUIDATION COMPANY, *et al.*,
f/k/a General Motors Corp., *et al.***

Debtors.

Chapter 11

Case No. 09-50026 (REG)

(Jointly Administered)

**[PROPOSED] ORDER AWARDING ATTORNEY'S FEES
PAID FROM CLAIM NO. 51093 SETTLEMENT FUND**

UPON (a) the motion, dated May 14, 2012 (the "Motion"), of *Anderson* Class Counsel Girard Gibbs LLP ("Class Counsel") for an order, pursuant to Bankruptcy Rules 7023 and 9019 and Rule 23(h) of the Federal Rules of Civil Procedure, approving the form, content and manner of notice to the *Anderson* class members who submitted valid claims of an application for an award of attorney's fees to be paid out of the Claim No. 51093 settlement fund and the documents submitted in support thereof, and (b) this Court's Order dated June 14, 2012 [Docket No. 11827] setting a hearing date of July 26, 2012 at 9:45 a.m., or as soon thereafter as counsel may be heard (the "Fee Hearing Date"), on the approval of Class Counsel's fees, to be paid from Claim No. 51093, directing Class Counsel to serve, among others, all *Anderson* Class members with a notice of the relief sought, the Fee Hearing Date and the objection deadline; and (c) the Declaration of A. J. De Bartolomeo, sworn to on July 24, 2012 attesting to Class Counsel's compliance with the Court's June 14, 2012 Order and outlining the responses Class Counsel received to the notice; and (d) no other responses or objections to the Motion having been filed or served; and (e) it appearing that due and proper notice of the Motion and the Fee Hearing Date having been provided; and (f) a hearing on the relief sought in the Motion having being held on the Fee Hearing Date at which all interested parties were given an opportunity to be heard; and

(g) the Court having found and determined that the request sought in the Motion is in the best interest all parties in interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and (h) after due deliberation and sufficient cause appearing therefore, it is

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that the Class Counsel shall receive payment equal to thirty percent (30%) of all distributions received for or on behalf of Claim No. 51093; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: New York, New York
July ___, 2012

Robert E. Gerber
United States Bankruptcy Judge